

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	(Jointly Administered)
Reorganized Debtors.)	
)	
)	

**STIPULATION REGARDING DEADLINE TO SEEK ALLOWANCE OF
ADMINISTRATIVE EXPENSE CLAIM PURSUANT TO JOINT PLAN OF
REORGANIZATION**

This stipulation (the “Stipulation”) is made this 30th day of April, 2014, between W. R. Grace & Co., Grace Energy Corporation, and W. R. Grace & Co.- Conn., et al. (the “Reorganized Debtors”), and SGH Enterprises, Inc. f/k/a Samson Hydrocarbons Company (“SGH”) and Samson Investment Company (collectively, with SGH, “Claimant”) whereby the parties state and agree as follows:²

1. The Plan and Notice of Occurrence of The Effective Date of The First Amended Joint Plan of Reorganization Under Chapter 11 of The Bankruptcy Code of W. R. Grace and Co., et al, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders As Modified

¹ The Reorganized Debtors comprise the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co. Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010 [Docket No. 26368] (as it may be amended or supplemented, the “Plan”).

Through December 23, 2010, dated February 13, 2014 [Docket no. 31732] sets May 5, 2014, as the deadline for claimants to file with the Bankruptcy Court a request or application for allowance of an Administrative Expense Claim, other than Professional Fees (such deadline and filing requirement, the “Administrative Expense Claim Deadline”).

2. By this Stipulation, the Reorganized Debtors and Claimant agree that Claimant, by previously filing amended proofs of claim asserting amounts owed under one or more contracts with one or more Reorganized Debtors, has already timely complied with the Administrative Expense Claim Deadline, if such deadline is applicable, and has asserted an amount.

3. The Reorganized Debtors and Claimant reserve all assertions, rights, defenses and arguments concerning Claimant’s proofs of claim, including whether, and if so the extent to which, the Reorganized Debtors have liability to Claimant thereunder; provided however, that this Stipulation does not affect the Bankruptcy Court’s *Order Approving Compromise and Settlement*, dated March 15, 2012 (Docket 28668) or the consent decree and private parties’ settlement agreement approved therein. They also reserve all assertions, rights, defenses and arguments concerning whether the Administrative Expense Claim Deadline is even applicable to Claimant’s rights or claims, whether any of the subject contracts between them are, or are not, executory contracts, and whether any amount owed under any such contracts is either a General Unsecured Claim or an Administrative Expense Claim, and the parties make no admissions related to such issues. This Stipulation also does not affect Claimant’s proofs of claim, nor does it affect the *Stipulation Regarding Cure Pursuant to Section 9.1.2 of the Joint Plan of Reorganization*, dated March 11, 2011 [Docket No. 26533], as executed by Claimant and the Debtors. The Reorganized Debtors and Claimant further agree that the Administrative Expense

Claim Deadline and applicable provisions of the Plan and Confirmation Order do not bar Claimant from further amending its proofs of claim or requesting allowance of, or otherwise asserting, claims arising from the subject contracts and/or as set forth in the proofs of claim.

[signature page to follow]

THE PARTIES HEREBY AGREE AND STIPULATE AS SET FORTH ABOVE THROUGH THE UNDERSIGNED COUNSEL.

Dated: April 30, 2014

LOCKE LORD, LLP
Gregory Lowry (Texas Bar No. 12641360)
2200 Ross Avenue, Suite 2200
Dallas, Texas 75201-6776
Telephone: (214) 740-8000
Facsimile: (214) 740-8800

KIRKLAND & ELLIS LLP
Adam C. Paul
John Donley
Jeffrey W. Gettleman
300 North LaSalle Street
Chicago, IL 60654
(312) 862-2000

and

and

THE LAW OFFICES OF ROGER
HIGGINS, LLC
Roger J. Higgins
1 North Bishop Street
Suite 14
Chicago, IL 60607-1823
(312) 666-0431

and

MONZACK MERSKY MCLAUGHLIN
AND BROWDER, P.A.

PACHULSKI STANG ZIEHL & JONES
LLP

/s/ Rachel Mersky

/s/ Laura Davis Jones

Rachel Mersky (Bar No. 2049)
1201 N. Orange Street, Suite 400
Wilmington, DE 19801
P (302) 656-8162
F (302) 656-2769

Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(302) 652-4100
(302) 652-4400

Co-Counsel for SGH Enterprises, Inc.
(F/K/A Samson Hydrocarbons Company)
and Samson Investment Company

Co-Counsel for the Reorganized Debtors